

ENTERED

October 21, 2024

Nathan Ochsner, Clerk

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

DIAMOND SPORTS GROUP, LLC, *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 23-90116 (CML)
)
) (Jointly Administered)
)
)**ORDER (I) AUTHORIZING ENTRY INTO AND PERFORMANCE UNDER
THE FANDUEL TERM SHEET AND (II) GRANTING RELATED RELIEF****[Related to Docket No. 2540]**

Upon the motion (the “Motion”)² of the Debtors for entry of an order (this “Order”)

(a) authorizing the Debtors to enter into and perform under the FanDuel Term Sheet, and

(b) granting related relief, all as more fully set forth in the Motion; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing, if any, before this Court (the “Hearing”); and this Court having considered the Ratchman Declaration, and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY FOUND AND DETERMINED THAT:

A. This Court has jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 1334 and the Amended Standing Order. Consideration of the Motion is a

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.ra.kroll.com/DSG>. The Debtors’ service address for purposes of these chapter 11 cases is: c/o Diamond Sports Group, LLC, 3003 Exposition Blvd., Santa Monica, CA 90404.

² Capitalized terms used but not otherwise defined herein have the meanings given to them in the Motion or the FanDuel Term Sheet, as applicable.

core proceeding pursuant to 28 U.S.C. § 157(b)(2). This Court may enter a final order consistent with Article III of the United States Constitution. Venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

B. The Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided.

C. FanDuel has proceeded in good faith in all respects in connection with the FanDuel Term Sheet. The FanDuel Term Sheet is not being entered into for the purpose of hindering, delaying, or defrauding creditors of the Debtors.

D. The entry into the FanDuel Term Sheet by the parties thereto, and the performance and fulfillment of their respective obligations thereunder, comply with the Bankruptcy Code and any other applicable statutes, laws, regulations, or orders.

E. The terms of the FanDuel Term Sheet are fair and reasonable under the circumstances of these chapter 11 cases, the Debtors' determination to enter into the FanDuel Term Sheet and perform thereunder constitutes a valid and sound exercise of the Debtors' business judgment, and the Debtors' entry into and performance under the FanDuel Term Sheet and compliance with its terms, and all other relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest.

ACCORDINGLY, IT IS HEREBY ORDERED THAT:

1. The Debtors are authorized to enter into and perform under the FanDuel Term Sheet and take any actions necessary to enter into and perform under the FanDuel Term Sheet; *provided* that nothing in this Order shall authorize the Debtors to issue the purchase option (or any equity pursuant thereto) or the performance warrants contemplated by the FanDuel Term Sheet, or

provide FanDuel with any investor rights contemplated by the FanDuel Term Sheet in connection therewith.

2. Except as set forth in paragraph 1 of this Order, the FanDuel Term Sheet is approved in its entirety and shall be binding and enforceable on the parties thereto in accordance with their terms. The failure to describe specifically or include any particular provision of the FanDuel Term Sheet or related documents in the Motion or this Order shall not diminish or impair the effectiveness of such provision, it being the intent of this Court that the FanDuel Term Sheet be approved in its entirety, except as set forth in paragraph 1 of this Order.

3. The Debtors are authorized to enter into and perform under amendments, waivers, consents, or other modifications to and under the FanDuel Term Sheet from time to time, subject to the respective terms and conditions set forth therein, without further order of this Court.

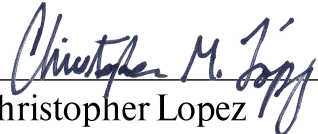
4. Notice of the Motion as provided therein is hereby deemed good and sufficient notice of such Motion, and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

5. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

6. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

7. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Signed: October 21, 2024



Christopher Lopez
United States Bankruptcy Judge